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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|--------------------------------|
| -----X | : | |
| In re | : | Chapter 11 |
| | : | |
| SEARS HOLDINGS CORPORATION, <i>et al.</i> , | : | Case No. 18-23538 (RDD) |
| | : | |
| Debtors. ¹ | : | (Jointly Administered) |
| | : | |
| -----X | | |

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**STATEMENT OF THE DEBTORS CERTIFYING
COMPLIANCE WITH ORDER AUTHORIZING DEBTORS TO
EMPLOY PROFESSIONALS USED IN THE ORDINARY COURSE
OF BUSINESS *NUNC PRO TUNC* TO THE COMMENCEMENT DATE**

On November 16, 2018, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”)² entered an *Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 794) (the “**OCP Order**”) authorizing Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”).

PLEASE TAKE NOTICE that the Debtors hereby certify compliance with the terms of the OCP Order.

PLEASE TAKE FURTHER NOTICE that the following fees and expenses were paid to Ordinary Course Professionals from October 15, 2018 through December 31, 2018:

Tier 1 Ordinary Course Professionals

| Professional | Fees and Expenses Paid In | | | |
|-----------------------|---------------------------|---------------|-------------------|-------------------|
| | October 2018 | November 2018 | December 2018 | Total |
| Baker & Hostetler LLP | - | - | \$2,009.40 | \$2,009.40 |
| Quarles & Brady LLP | - | - | 353.70 | 353.70 |
| Schuster Aguiló LLC | - | - | 3,404.60 | 3,404.60 |
| Total | - | - | \$5,767.70 | \$5,767.70 |

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the *Motion of Debtors for Authority to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 396).

Tier 2 Ordinary Course Professionals

| Professional | Fees and Expenses Paid In | | | |
|-------------------------------|----------------------------------|----------------------|----------------------|--------------------|
| | October 2018 | November 2018 | December 2018 | Total |
| Akerman LLP | - | - | \$450.00 | \$450.00 |
| Dykema Gossett, PLLC | - | - | 12,000.00 | 12,000.00 |
| Ward, Hocker & Thornton, PLLC | - | - | 571.81 | 571.81 |
| Total | - | - | \$13,021.81 | \$13,021.81 |

Dated: January 30, 2019
New York, New York

/s/ Jessica Liou
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